

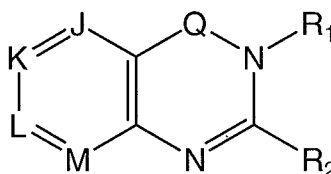
## AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

### Listing of Claims

1-12. (cancelled)

13. (currently amended) A compound of Formula XXIX.



XXIX

wherein

Q is selected from the group consisting of CO, CS and C=NR<sub>9</sub>,

J, K, L, and M are each CR<sub>12</sub>,

R<sub>1</sub> is benzyl, either unsubstituted or substituted with a substituent selected from the group consisting of (C<sub>1-10</sub>)alkyl, (C<sub>3-12</sub>)cycloalkyl, hetero(C<sub>3-12</sub>)cycloalkyl, aryl(C<sub>1-10</sub>)alkyl, heteroaryl(C<sub>1-5</sub>)alkyl, (C<sub>9-12</sub>)bicycloaryl, hetero(C<sub>4-12</sub>)bicycloaryl, carbonyl (C<sub>1-3</sub>)alkyl, thiocarbonyl (C<sub>1-3</sub>)alkyl, sulfonyl (C<sub>1-3</sub>)alkyl, sulfinyl (C<sub>1-3</sub>)alkyl, imino (C<sub>1-3</sub>)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, carbonyl, cyano, nitro, halo, and monovalent radicals derived from carbonyl, imino, sulfonyl and sulfinyl groups;

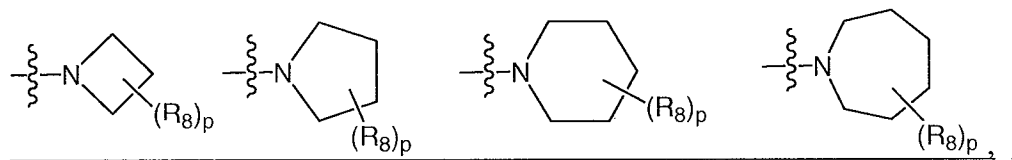
R<sub>2</sub> is -UV,

U is selected from the group consisting of ~~CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>, C(O), CH<sub>2</sub>C(O), C(O)CH<sub>2</sub>, CH<sub>2</sub>C(O)CH<sub>2</sub>, C(O)CH<sub>2</sub>CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>C(O), O, OCH<sub>2</sub>, CH<sub>2</sub>O, CH<sub>2</sub>OCH<sub>2</sub>, OCH<sub>2</sub>CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>O, N(CH<sub>3</sub>), NHCH<sub>2</sub>, CH<sub>2</sub>NH, CH<sub>2</sub>NHCH<sub>2</sub>, NHCH<sub>2</sub>CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>NH, NH C(O), NCH<sub>3</sub> C(O), C(O)NH, C(O)NCH<sub>3</sub>, NHC(O)CH<sub>2</sub>, C(O)NHCH<sub>2</sub>, C(O)CH<sub>2</sub>NH, CH<sub>2</sub>NHC(O), CH<sub>2</sub>C(O)NH, NHCH<sub>2</sub>C(O), S, SCH<sub>2</sub>, CH<sub>2</sub>S, CH<sub>2</sub>SCH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>S, C(O)S,~~

~~C(O)SCH<sub>2</sub>, CH<sub>2</sub>C(O)S, C(O)CH<sub>2</sub>S, CH<sub>2</sub>SC(O), C(R<sub>9</sub>)(R<sub>9</sub>), (C<sub>3-7</sub>)cycloalkyl, (C<sub>3-6</sub>)heterocycloalkyl, azetidin-1-yl, pyrrolidin-1-yl, piperidin-yl, hexahydroazepan-1-yl and piperazin-1-yl, each unsubstituted or substituted with a substituent selected from the group consisting of alicyclic, aliphatic, alkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxaalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;~~

~~V is selected from the group consisting of a primary, secondary or tertiary amine, a heterocycloalkyl having a nitrogen ring atom, and a heteroaryl having a nitrogen ring atom;~~

-UV is selected from the group consisting of



p is 0-12,

each R<sub>8</sub> is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, alkoxy, and monovalent radicals derived from carbonyl, imino, sulfonyl and sulfinyl groups, each substituted or unsubstituted, with the proviso that at least one R<sub>8</sub> serves as V,

each R<sub>9</sub> is independently selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the group consisting of alicyclic, aliphatic, alkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl,

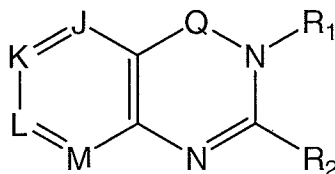
cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones; and

each  $R_{12}$  is hydrogen or is independently selected from the group consisting of halo, perhalo( $C_{1-10}$ )alkyl,  $CF_3$ , alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano, nitro, alkoxy, ~~a carbonyl group, imine group, sulfonyl group and sulfinyl group~~, and monovalent radicals derived from thiols, carbonyl groups, sulfonyl groups and sulfinyl groups, each unsubstituted or substituted with one or more substituents selected from the group consisting of ~~alicyclic, aliphatic~~, alkyl, alkylene, alkylidene, amino, aminoalkyl, ~~aromatic~~, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, ~~carbenyl~~, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones.

14-26. (cancelled)

27 (original)            A compound according to claim 13, according to claim 13, wherein K is  $CR_{12}$ , where  $R_{12}$  is independently selected from the group consisting of halo, perhalo( $C_{1-10}$ )alkyl,  $CF_3$ , cyano, nitro, alkyl, aryloxy, heteroaryloxy, amino, and alkoxy, each substituted or unsubstituted.

28. (currently amended)            A compound of Formula XXIX



XXIX

wherein

Q is selected from the group consisting of CO, CS and C=NR<sub>9</sub>;

J, L, and M are each CR<sub>12</sub>, where each R<sub>12</sub> is hydrogen or is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano, nitro, alkoxy, ~~a carbonyl group, imine group, sulfonyl group and sulfinyl group~~, and monovalent radicals derived from thiols, carbonyl groups, imine groups, sulfonyl groups and sulfinyl groups, each unsubstituted or substituted with one or more substituents selected from the group consisting of ~~alicyclic, aliphatic~~, alkyl, alkylene, alkylidene, amino, aminoalkyl, ~~aromatic~~, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, ~~carbonyl~~, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

K is CR<sub>12</sub>, where R<sub>12</sub> is independently selected from the group consisting of heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryl, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, ~~a carbonyl group, imine group, sulfonyl group and sulfinyl group~~, and monovalent radicals derived from thiols, carbonyl groups, sulfonyl groups and sulfinyl groups, each unsubstituted or substituted with one or more substituents selected from the group consisting of ~~alicyclic, aliphatic~~, alkyl, alkylene, alkylidene, amino, aminoalkyl, ~~aromatic~~, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, ~~carbonyl~~, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones,

R<sub>1</sub> is benzyl, either unsubstituted or substituted with a substituent selected from the group consisting of (C<sub>1-10</sub>)alkyl, (C<sub>3-12</sub>)cycloalkyl, hetero(C<sub>3-12</sub>)cycloalkyl, aryl(C<sub>1-10</sub>)alkyl, heteroaryl(C<sub>1-5</sub>)alkyl, (C<sub>9-12</sub>)bicycloaryl, hetero(C<sub>4-12</sub>)bicycloaryl, carbonyl (C<sub>1-3</sub>)alkyl, thiocarbonyl (C<sub>1-3</sub>)alkyl, sulfonyl (C<sub>1-3</sub>)alkyl, sulfinyl (C<sub>1-3</sub>)alkyl, imino (C<sub>1-3</sub>)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, ~~carbonyl~~,

cyano, nitro, halo, imino, and monovalent radicals derived from carbonyl groups,  
sulfonyl groups and sulfinyl groups,

R<sub>2</sub> is -UV,

U is selected from the group consisting of -CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-,  
-C(O)-, -CH<sub>2</sub>C(O)-, -C(O)CH<sub>2</sub>-, -CH<sub>2</sub>-C(O)CH<sub>2</sub>-, -C(O)CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>C(O)-, -O-,  
-OCH<sub>2</sub>-, -CH<sub>2</sub>O-, -CH<sub>2</sub>OCH<sub>2</sub>-, -OCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>O-, -N(CH<sub>3</sub>)-, -NHCH<sub>2</sub>-, -CH<sub>2</sub>NH-,  
-CH<sub>2</sub>NHCH<sub>2</sub>-, -NHCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>NH-, -NH-C(O)-, -NCH<sub>3</sub>-C(O)-, -C(O)NH-,  
-C(O)NCH<sub>3</sub>-, -NHC(O)CH<sub>2</sub>-, -C(O)NHCH<sub>2</sub>-, -C(O)CH<sub>2</sub>NH-, -CH<sub>2</sub>NHC(O)-,  
-CH<sub>2</sub>C(O)NH-, -NHCH<sub>2</sub>C(O)-, -S-, -SCH<sub>2</sub>-, -CH<sub>2</sub>S-, -SCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>SCH<sub>2</sub>-,  
-CH<sub>2</sub>CH<sub>2</sub>S-, -C(O)S-, -C(O)SCH<sub>2</sub>-, -CH<sub>2</sub>C(O)S-, -C(O)CH<sub>2</sub>S-, -CH<sub>2</sub>SC(O)-, -CHR<sub>9</sub>-, -  
C(R<sub>9</sub>)(R<sub>9</sub>)-, -N(H)-, -N(R<sub>9</sub>)-, (C<sub>3-7</sub>)cycloalkyl, (C<sub>3-6</sub>)heterocycloalkyl, azetidin-1 yl,  
pyrrolidin-1 yl, piperidin-yl, hexahydroazepan-1 yl and piperazin-1 yl, each  
unsubstituted or substituted with a substituent selected from the group consisting of  
alicyclic, aliphatic, alkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl,  
bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl,  
cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl,  
heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and  
monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones,

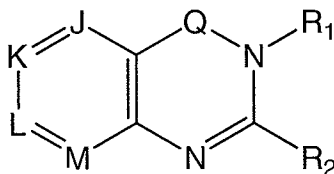
V is selected from the group consisting of a primary, secondary or tertiary amine,  
a heterocycloalkyl having a nitrogen ring atom, and a heteroaryl having a nitrogen ring  
atom, and

each R<sub>9</sub> is independently hydrogen or is selected from the group consisting of  
alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and  
heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the  
group consisting of ~~alicyclic, aliphatic,~~ alkyl, alkylene, alkylidene, amino, aminoalkyl,  
~~aromatic,~~ aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, ~~carbonyl~~  
~~group,~~ cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene,  
heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl  
moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones  
and ketones.

29 (original) A compound according to claim 13, wherein K is CR<sub>12</sub>, where R<sub>12</sub> is independently selected from the group consisting of chloro, bromo, fluoro, iodo, methoxy, morpholin-4-yl, and pyrrolidin-1-yl, each substituted or unsubstituted.

30. (cancelled)

31 (currently amended) A compound of Formula XXIX.



XXIX

wherein

Q is selected from the group consisting of CO, CS and C=NR<sub>9</sub>,

J, K, and M are each CR<sub>12</sub>, where each R<sub>12</sub> is hydrogen or is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano, nitro, alkoxy, a carbonyl group, imine group, sulfonyl group and sulfinyl group, and monovalent radicals derived from thiols, carbonyl groups, imine groups, sulfonyl groups and sulfinyl groups, each unsubstituted or substituted with one or more substituents selected from the group consisting of ~~alicyclic, aliphatic,~~ alkyl, alkylene, alkylidene, amino, aminoalkyl, ~~aromatic,~~ aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, ~~carbonyl,~~ cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

L is CR<sub>12</sub>, where R<sub>12</sub> is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, cyano, nitro, alkyl, aryloxy, heteroaryloxy, amino, morpholin-4-yl, and pyrrolidin-1-yl, and alkoxy, each unsubstituted or substituted with one or more

substituents selected from the group consisting of ~~alicyclic, aliphatic,~~ alkyl, alkylene, alkylidene, amino, aminoalkyl, ~~aromatic,~~ aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, ~~carbonyl,~~ cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones,

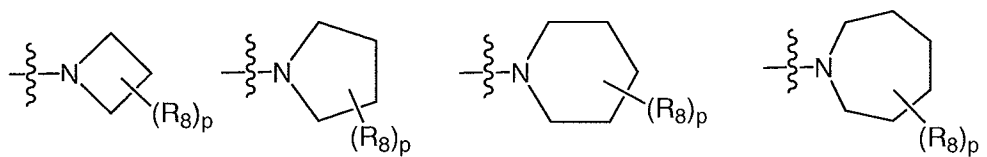
R<sub>1</sub> is benzyl, either unsubstituted or substituted with a substituent selected from the group consisting of (C<sub>1-10</sub>)alkyl, (C<sub>3-12</sub>)cycloalkyl, hetero(C<sub>3-12</sub>)cycloalkyl, aryl(C<sub>1-10</sub>)alkyl, heteroaryl(C<sub>1-5</sub>)alkyl, (C<sub>9-12</sub>)bicycloaryl, hetero(C<sub>4-12</sub>)bicycloaryl, carbonyl (C<sub>1-3</sub>)alkyl, thiocarbonyl (C<sub>1-3</sub>)alkyl, sulfonyl (C<sub>1-3</sub>)alkyl, sulfinyl (C<sub>1-3</sub>)alkyl, imino (C<sub>1-3</sub>)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, ~~carbonyl,~~ cyano, nitro, halo, imino, and monovalent radicals derived from carbonyl groups, sulfonyl groups and sulfinyl groups,

R<sub>2</sub> is -UV,

U is selected from the group consisting of ~~CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>, C(O), CH<sub>2</sub>C(O), C(O)CH<sub>2</sub>, CH<sub>2</sub>C(O)CH<sub>2</sub>, C(O)CH<sub>2</sub>CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>C(O), O, OCH<sub>2</sub>, CH<sub>2</sub>O, CH<sub>2</sub>OCH<sub>2</sub>, OCH<sub>2</sub>CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>O, N(CH<sub>3</sub>), NHCH<sub>2</sub>, CH<sub>2</sub>NH, CH<sub>2</sub>NHCH<sub>2</sub>, NHCH<sub>2</sub>CH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>NH, NH C(O), NCH<sub>3</sub> C(O), C(O)NH, C(O)NCH<sub>3</sub>, NHC(O)CH<sub>2</sub>, C(O)NHCH<sub>2</sub>, C(O)CH<sub>2</sub>NH, CH<sub>2</sub>NHC(O), CH<sub>2</sub>C(O)NH, NHCH<sub>2</sub>C(O), S, SCH<sub>2</sub>, CH<sub>2</sub>S, SCH<sub>2</sub>CH<sub>2</sub>, CH<sub>2</sub>SCH<sub>2</sub>, CH<sub>2</sub>CH<sub>2</sub>S, C(O)S, C(O)SCH<sub>2</sub>, CH<sub>2</sub>C(O)S, C(O)CH<sub>2</sub>S, CH<sub>2</sub>SC(O), C(R<sub>9</sub>)(R<sub>9</sub>), N(H), N(R<sub>9</sub>), (C<sub>3-7</sub>)cycloalkyl, (C<sub>3-6</sub>)heterocycloalkyl, azetidin-1-yl, pyrrolidin-1-yl, piperidin-yl, hexahydroazepan-1-yl and piperazin-1-yl, each unsubstituted or substituted with a substituent selected from the group consisting of ~~alicyclic, aliphatic,~~ alkyl, alkylene, alkylidene, amino, aminoalkyl, ~~aromatic,~~ aryl, bicycloalkyl, bicycloaryl, ~~carbamoyl, carbocyclyl,~~ carboxyl, ~~carbonyl group,~~ cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;~~

~~V is selected from the group consisting of a primary, secondary or tertiary amine, a heterocycloalkyl having a nitrogen ring atom, and a heteroaryl having a nitrogen ring atom;~~

-UV is selected from the group consisting of



p is 0-12,

each  $R_8$  is independently selected from the group consisting of halo, perhalo( $C_{1-10}$ )alkyl,  $CF_3$ , cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, alkoxy, and monovalent radicals derived from carbonyl, imino, sulfonyl and sulfinyl groups, each substituted or unsubstituted, with the proviso that at least one  $R_8$  serves as V, and

each  $R_9$  is independently hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the group consisting of ~~alicyclic, aliphatic,~~ alkyl, alkylene, alkylidene, amino, aminoalkyl, ~~aromatic,~~ aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, ~~carbonyl group,~~ cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxaalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones.

32-86. (cancelled)